

RECORDATION NO. 21930 FILED

JAN 4 '99

12:50 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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OF COUNSEL
URBAN A. LESTER

January 4, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of December 23, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Leasing
50 Kennedy Plaza
5th Floor
Providence, Rhode Island 02903-2305

Lessee: Blue Mountain Energy, Inc.
5295 South 300 West, Suite 500
Murray, Utah 84107

A description of the railroad equipment covered by the enclosed document is:

One (1) locomotives bearing reporting mark and road number:

BME-1

JAN 4 12:45 PM '99

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
January 4, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20005-2973

Date: 1/4/99

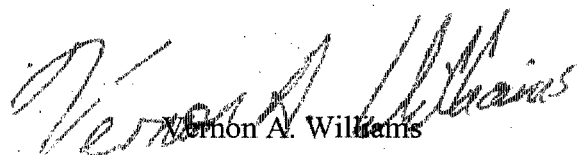
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/4/99 at 12:50 PM, and

assigned recordation numbers (s): 21926, 21927, 21928, 21929, 21930, 14071-A,
18166-A, 18385-A, 18400-A, 18482-A, 18483-B,
18484-A, 18744-A, 18852-B, 20468-A, 20478-A,
20479-A, 21245-A.

Sincerely Yours,

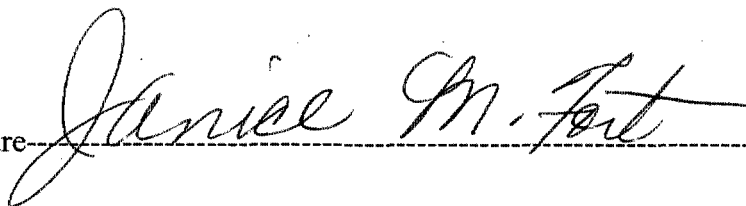

Vernon A. Williams

Enclosure(s) (18)

468.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



Fleet
Capital Leasing

50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

RECORDATION NO. 21930 FILED
JAN 4 '99 12:50 PM

FILED AND RECORDED

on: _____
at: _____
and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of December 23, 1998 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Blue Mountain Energy, Inc., a Wyoming corporation ("Lessee"), as such agreement related to Lease Schedule No. 32446-00005 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, One (1) 1983 General Electric Locomotive F600 Model No. EA031, Serial No. 44058 bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: December 23, 1998

Lessor:
Fleet Capital Corporation

By: Edward W. O'Brien

Name: **EDWARD W. O'BRIEN**

Title: **Vice President**

Title: _____

Lessee:
Blue Mountain Energy, Inc.

By: Lynn W. Mithun

Name: **Lynn W. Mithun**

Title: **General Manager & CEO**

Title: _____



SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: True Lease Schedule No. 32446-00005;
Acceptance Certificate; UCC-1 Financing Statement(s); Memorandum of Lease

With: Blue Mountain Energy, Inc.

Depreciable Life: ~~XXXXXXXXXX~~ Seven (7) Years
~~XXXXXXXXXX~~

Qty.	Manufacturer/ Description	Model No./Serial No.
<i>Location No. 01</i>		
(1)	1983 General Electric E-60C Locomotive F600, 6,000 HP 50,000 volt Catenary electrical system, and GE 752AF Traction Motor	Model No.EA031/Serial No. 44058
Reporting Mark and Road No. BME-1		

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

BLUE MOUNTAIN ENERGY, INC.

By:

Edward W. O'Brien

By:

Lynn W. McHann

Name:

EDWARD W. O'BRIEN

Name:

Lynn W. McHann

Title:

Vice President

Title:

General Mgr. & CEO

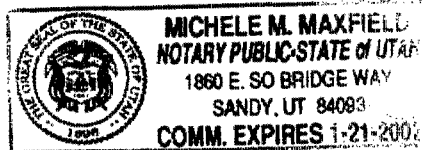
STATE OF: Utah

COUNTY OF: Salt Lake

On December 30, 1998 before me, MICHELE MAXFIELD
(Notary Name and Title)
personally appeared LYNN MITTON personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Michele M. Maxfield
(Notary Seal)



STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On December 30th, 1998 before me, Donna Daniel
(Notary Name and Title)

personally appeared Edward W. O'Brien personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Donna Daniel
(Notary Seal)